

1904, art. 23, secs. 70 and 73. 1888, art. 23, secs. 62 and 65. 1868, ch. 471, secs. 57 and 60. 1908, ch. 240, sec. 36.

**36.** Whenever the stock of any corporation is issued for services or property, in accordance with the preceding section, the books of the corporation shall be so kept as to show at all times fully what property was received and what services were rendered for the said stock; at what value, and the number of shares issued for the same. Whenever any stock is issued in payment for services or property, as aforesaid, a certificate, signed by the president or vice-president and secretary and sworn to by the treasurer, setting forth the amount of stock so issued and the property or services in payment for which said stock is issued, and particularly specifying the nature and character of such property or services, shall, within thirty days after the issue of said stock, be filed in the office of the clerk of the circuit court for the county in which the principal office of the corporation is located (or of the clerk of the superior court of Baltimore City, if such principal office is located in Baltimore City), and any officer or director of such corporation wilfully and knowingly authorizing or consenting to the failure to so file such a certificate within thirty days from the issue of said stock, or wilfully and knowingly making or consenting to any false statement contained in the entries required by this section to be made on the books of the corporation, or of said certificate, shall be deemed guilty of a misdemeanor, and upon conviction, shall be subject to the pains and penalties prescribed by section 134 of article 27 of the code of 1904. Provided, however, that the valuation placed by the stockholders upon such services or property at the meeting duly warned, as aforesaid, and the propriety of their action in accepting the same and issuing the agreed number of shares therefor, shall in the absence of actual fraud be conclusive against and binding upon any and all creditors of the corporation.

The direction of section 70 of the code of 1904, that the company's books should be kept so as to show what property was received in payment for stock, etc., held to be directory merely, and not essential to the validity of a subscription to stock payable in property. *Estoppel. Weber v. Fickey*, 52 Md. 516.

See notes to sec. 35.

*Ibid.* sec. 71. 1888, art. 23, sec. 63. 1868, ch. 471, sec. 58. 1908, ch. 240, sec. 37.

**37.** The stock of any corporation of this State shall be deemed personal estate and shall be transferable on its books in such manner as may be prescribed by the stock certificate or the by-laws, but no share shall be transferable until all previous calls thereon shall have been paid in.\*

Under section 71 of the code of 1904, it was only when the transfer was consummated upon the books of the corporation (if that be the requirement), that the relation of membership between the corporation and the old stockholder was destroyed, and a new relation created. Section 71 (code

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\**Quære*, is the portion of this section relative to the transfer of stock repealed by the uniform stock transfer act? See sections 38 to 60 (article 23), and also, section 37 w of said act (1910, ch. 73, p. 67).